



CORPORATION SERVICE COMPANY

RECORDATION NO. 26399 FILED

JUN 20 '06

3-47 PM



June 19, 2006

SURFACE TRANSPORTATION BOARD

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 186620/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 3, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **UNION PACIFIC RAILROAD COMPANY**
1416 DODGE STREET, STE 200, OMAHA, NE 68179

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **UNION PACIFIC RAILROAD COMPANY** covering 103 50' plate c 10' sliding door boxcar (82000/82102) INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 3rd day of May, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, with an address at 1416 Dodge Street, Suite 200, Omaha, NE 68179 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of May 3, 2006 covering certain equipment described therein.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stylitz
Name: Catherine Stylitz
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNION PACIFIC RAILROAD COMPANY

By: Gerald Gaupe
Name: Gerald Gaupe
Title: Dir. Mgt.

Schedule A

| Number of Cars | | | Equipment Description | | |
|----------------|-------------------------------------|-------|-----------------------|-----|-------|
| 103 | 50' Plate C 10' sliding door boxcar | | | | |
| 1 | ATW | 82000 | 53 | ATW | 82052 |
| 2 | ATW | 82001 | 54 | ATW | 82053 |
| 3 | ATW | 82002 | 55 | ATW | 82054 |
| 4 | ATW | 82003 | 56 | ATW | 82055 |
| 5 | ATW | 82004 | 57 | ATW | 82056 |
| 6 | ATW | 82005 | 58 | ATW | 82057 |
| 7 | ATW | 82006 | 59 | ATW | 82058 |
| 8 | ATW | 82007 | 60 | ATW | 82059 |
| 9 | ATW | 82008 | 61 | ATW | 82060 |
| 10 | ATW | 82009 | 62 | ATW | 82061 |
| 11 | ATW | 82010 | 63 | ATW | 82062 |
| 12 | ATW | 82011 | 64 | ATW | 82063 |
| 13 | ATW | 82012 | 65 | ATW | 82064 |
| 14 | ATW | 82013 | 66 | ATW | 82065 |
| 15 | ATW | 82014 | 67 | ATW | 82066 |
| 16 | ATW | 82015 | 68 | ATW | 82067 |
| 17 | ATW | 82016 | 69 | ATW | 82068 |
| 18 | ATW | 82017 | 70 | ATW | 82069 |
| 19 | ATW | 82018 | 71 | ATW | 82070 |
| 20 | ATW | 82019 | 72 | ATW | 82071 |
| 21 | ATW | 82020 | 73 | ATW | 82072 |
| 22 | ATW | 82021 | 74 | ATW | 82073 |
| 23 | ATW | 82022 | 75 | ATW | 82074 |
| 24 | ATW | 82023 | 76 | ATW | 82075 |
| 25 | ATW | 82024 | 77 | ATW | 82076 |
| 26 | ATW | 82025 | 78 | ATW | 82077 |
| 27 | ATW | 82026 | 79 | ATW | 82078 |
| 28 | ATW | 82027 | 80 | ATW | 82079 |
| 29 | ATW | 82028 | 81 | ATW | 82080 |
| 30 | ATW | 82029 | 82 | ATW | 82081 |
| 31 | ATW | 82030 | 83 | ATW | 82082 |
| 32 | ATW | 82031 | 84 | ATW | 82083 |
| 33 | ATW | 82032 | 85 | ATW | 82084 |
| 34 | ATW | 82033 | 86 | ATW | 82085 |
| 35 | ATW | 82034 | 87 | ATW | 82086 |
| 36 | ATW | 82035 | 88 | ATW | 82087 |
| 37 | ATW | 82036 | 89 | ATW | 82088 |
| 38 | ATW | 82037 | 90 | ATW | 82089 |
| 39 | ATW | 82038 | 91 | ATW | 82090 |
| 40 | ATW | 82039 | 92 | ATW | 82091 |
| 41 | ATW | 82040 | 93 | ATW | 82092 |
| 42 | ATW | 82041 | 94 | ATW | 82093 |
| 43 | ATW | 82042 | 95 | ATW | 82094 |
| 44 | ATW | 82043 | 96 | ATW | 82095 |
| 45 | ATW | 82044 | 97 | ATW | 82096 |
| 46 | ATW | 82045 | 98 | ATW | 82097 |
| 47 | ATW | 82046 | 99 | ATW | 82098 |
| 48 | ATW | 82047 | 100 | ATW | 82099 |
| 49 | ATW | 82048 | 101 | ATW | 82100 |
| 50 | ATW | 82049 | 102 | ATW | 82101 |
| 51 | ATW | 82050 | 103 | ATW | 82102 |
| 52 | ATW | 82051 | | | |